

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

OLYMPIA LEVINSON STIEGELE,

Plaintiff,

v.

BERNARD C. BAILEY, PAUL T. PRINCIPATO,
PETER NESSEN, THOMAS J. REILLY, DENIS
K. BERUBE, BUDDY G. BECK, CHARLES E.
LEVINE, WILLIAM K. AULET, MARCEL YON
and HARRIET MOUCHLEY-WEISS,

Defendants,

v.

VIISAGE TECHNOLOGY, INC.,

Nominal Defendant.

Case No. 05-10677 (MLW)

**TRANSMITTAL AFFIDAVIT OF JOHN R. BARANIAK, JR.
TO DEFENDANTS' REPLY MEMORANDUM IN SUPPORT OF MOTION TO
DISMISS AMENDED VERIFIED SHAREHOLDER DERIVATIVE COMPLAINT**

I, John R. Baraniak, Jr., depose and state the following:

1. I am a Partner with the law firm Choate, Hall & Stewart LLP, Two International Place, Boston, Massachusetts. I am a member in good standing of the Bar of the Commonwealth of Massachusetts. I am counsel for nominal defendant Viisage Technology, Inc. and defendants Bernard C. Bailey, Paul T. Principato, Peter Nessen, Thomas J. Reilly, Denis K. Berube, Buddy G. Beck, Charles E. Levine, Harriet Mouchley-Weiss, and William K. Aulet.

2. I submit this affidavit on behalf of all the defendants and in support of Defendants' Reply Memorandum in support of their Motion to Dismiss Plaintiff's Verified Shareholder Derivative Complaint in the above-captioned matter.

3. I have attached true and accurate copies of the following documents hereto:

- a. Attached hereto as Exhibit A, Form 4 for Charles E. Levine, filed with the SEC on August 18, 2004, September 15, 2004, October 18, 2004, November 16, 2004, December 17, 2004, and January 20, 2005;
- b. Attached hereto as Exhibit B, Form 4 for Buddy G. Beck, filed with the SEC on December 30, 2004;
- c. Attached hereto as Exhibit C, Form 4 for Thomas J. Reilly, filed with the SEC on December 15, 2004; and
- d. Attached hereto as Exhibit D, Form 4 for Lau Acquisition Corporation, filed with the SEC on December 15, 2004;

Subscribed and sworn to under the pains and penalties of perjury this 13th day of February, 2007.

/s/ John R. Baraniak, Jr.
John R. Baraniak, Jr.

Exhibit A

SEC FORM 4

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP

☐ Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1 (b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person* <u>LEVINE CHARLES E</u> (Last) (First) (Middle) C/O VIISAGE TECHNOLOGY, INC. 296 CONCORD ROAD - 3RD FLOOR (Street) BILLERICA MA 01821 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VIISAGE TECHNOLOGY INC</u> [VISG] 3. Date of Earliest Transaction (Month/Day/Year) 08/16/2004	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, If any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/16/2004		S		1,500	D	\$5.53	57,545	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, If any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. N of deri Sec Ow Fol Rep Tra (s)
				Code	V		Date Exercisable	Expiration Date			
Stock Option (Right to Buy)	\$5.45	02/23/2004		A		0	02/23/2004	02/23/2014	Common Stock	10,000	\$0
Stock Option	\$3.81	02/25/2003		A		0	02/25/2003	02/25/2013	Common Stock	10,000	\$0
Stock Option	\$6.16	02/20/2002		A		0	02/20/2002	02/20/2012	Common Stock	10,000	\$0
Stock Option	\$2.34	08/01/2001		A		0	08/01/2001	08/01/2011	Common Stock	4,167	\$0
Stock Option	\$0.844	01/02/2001		A		0	01/02/2001	01/01/2011	Common Stock	5,833	\$0
Stock									Common		

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Option	\$5	04/25/2000	A	0	05/12/2003	04/25/2010	Stock	15,000	\$0	1
Stock Option	\$1.1875	05/28/1999	A	0	05/08/2000	05/28/2009	Common Stock	4,166	\$0	.
Stock Option	\$4.4375	05/12/1998	A	0	05/13/2002	05/12/2008	Common Stock	19,970	\$0	1

Explanation of Responses:

1. The transactions reported on this Form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 8, 2002.

Charles J. Johnson,

Attorney-In-Fact

08/18/2004

** Signature of Reporting
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP

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OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
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1. Name and Address of Reporting Person* <u>LEVINE CHARLES E</u> (Last) (First) (Middle) C/O VIISAGE TECHNOLOGY, INC. 296 CONCORD ROAD - 3RD FLOOR (Street) BILLERICA MA 01821 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VIISAGE TECHNOLOGY INC</u> [VISG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	09/15/2004		S		1,500	D	\$7.05	56,045	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, If any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. N of deri Sec Ber Own Fol Reg Tra (s) !
				Code	V	(A)	(D)	Date Exercisable	Expiration Date			
Stock Option (Right to Buy)	\$5.45	02/23/2004		A		0	02/23/2004	02/23/2014	Common Stock	10,000	\$0	1
Stock Option	\$3.81	02/25/2003		A		0	02/25/2003	02/25/2013	Common Stock	10,000	\$0	1
Stock Option	\$6.16	02/20/2002		A		0	02/20/2002	02/20/2012	Common Stock	10,000	\$0	1
Stock Option	\$2.34	08/01/2001		A		0	08/01/2001	08/01/2011	Common Stock	4,167	\$0	
Stock Option	\$0.844	01/02/2001		A		0	01/02/2001	01/01/2011	Common Stock	5,833	\$0	
Stock										Common		

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Page 2 of 2

Option	\$5	04/25/2000	A	0	05/12/2003	04/25/2010	Stock	15,000	\$0	1
Stock Option	\$1.1875	05/28/1999	A	0	05/08/2000	05/28/2009	Common Stock	4,166	\$0	.
Stock Option	\$4.4375	05/12/1998	A	0	05/13/2002	05/12/2008	Common Stock	19,970	\$0	1

Explanation of Responses:

1. The transactions reported on this Form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 8, 2002.

Charles J. Johnson,

Attorney-In-Fact

09/15/2004

** Signature of Reporting
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP

☐ Check this box if no longer
subject to Section 16. Form 4
or Form 5 obligations may
continue. See instruction 1
(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of
the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment
Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person* <u>LEVINE CHARLES E</u> (Last) (First) (Middle) C/O VIISAGE TECHNOLOGY, INC. 296 CONCORD ROAD - 3RD FLOOR (Street) BILLERICA MA 01821 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VIISAGE TECHNOLOGY INC</u> [VISG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/15/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	10/15/2004		S		1,500	D	\$6.42	54,545	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. N of deri Sec Ben Own Fol Rep Tra (s)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option (Right to Buy)	\$5.45	02/23/2004		A		0	02/23/2004	02/23/2014	Common Stock	10,000	\$0	1
Stock Option	\$3.81	02/25/2003		A		0	02/25/2003	02/25/2013	Common Stock	10,000	\$0	1
Stock Option	\$6.16	02/20/2002		A		0	02/20/2002	02/20/2012	Common Stock	10,000	\$0	1
Stock Option	\$2.34	08/01/2001		A		0	08/01/2001	08/01/2011	Common Stock	4,167	\$0	
Stock Option	\$0.844	01/02/2001		A		0	01/02/2001	01/01/2011	Common Stock	5,833	\$0	
Stock									Common			

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Option	\$5	04/25/2000	A	0	05/12/2003	04/25/2010	Stock	15,000	\$0	1
Stock Option	\$1.1875	05/28/1999	A	0	05/08/2000	05/28/2009	Common Stock	4,166	\$0	1
Stock Option	\$4.4375	05/12/1998	A	0	05/13/2002	05/12/2008	Common Stock	19,970	\$0	1

Explanation of Responses:

1. The transactions reported on this Form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 8, 2002.

Charles J. Johnson

Attorney-In-Fact

10/18/2004

** Signature of Reporting
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1 (b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person* <u>LEVINE CHARLES E</u> (Last) (First) (Middle) C/O VIISAGE TECHNOLOGY, INC. 296 CONCORD ROAD - 3RD FLOOR (Street) BILLERICA MA 01821 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VIISAGE TECHNOLOGY INC</u> [VISG]	5. Relationship of Reporting Person(s) to issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	11/15/2004		S		1,500	D	\$6.84	53,045	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option (Right to Buy)	\$5.45	02/23/2004		A		0	02/23/2004	02/23/2014	Common Stock	10,000	\$0	1
Stock Option	\$3.81	02/25/2003		A		0	02/25/2003	02/25/2013	Common Stock	10,000	\$0	1
Stock Option	\$6.16	02/20/2002		A		0	02/20/2002	02/20/2012	Common Stock	10,000	\$0	1
Stock Option	\$2.34	08/01/2001		A		0	08/01/2001	08/01/2011	Common Stock	4,167	\$0	
Stock Option	\$0.844	01/02/2001		A		0	01/02/2001	01/01/2011	Common Stock	5,833	\$0	
Stock									Common			

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Option	\$5	04/25/2000	A	0	05/12/2003	04/25/2010	Stock	15,000	\$0	1
Stock Option	\$1.1875	05/28/1999	A	0	05/08/2000	05/28/2009	Common Stock	4,166	\$0	.
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Explanation of Responses:

1. The transactions reported on this Form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 8, 2002.

Charles J. Johnson

Attorney-In-Fact

11/16/2004

** Signature of Reporting
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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COMMISSION

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OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2006
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to issuer	
LEVINE CHARLES E			VIISAGE TECHNOLOGY INC		(Check all applicable)	
(Last)	(First)	(Middle)	[VISG]		X Director 10% Owner	
C/O VIISAGE TECHNOLOGY, INC.			3. Date of Earliest Transaction (Month/Day/Year)		Officer (give title below) Other (specify below)	
296 CONCORD ROAD - 3RD FLOOR			12/15/2004			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
BILLERICA MA 01821					X Form filed by One Reporting Person	
(City)	(State)	(Zip)			Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	12/15/2004		\$		1,500	D	\$8.34	51,545	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, If any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. N of deri Sec Ber Own Foll Rep Tra (e) (1)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
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Stock									Common			

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Charles J. Johnson

Attorney-In-Fact

12/17/2004

** Signature of Reporting Person

Date

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OWNERSHIP**

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person* <u>LEVINE CHARLES E</u> (Last) (First) (Middle) <u>C/O VIISAGE TECHNOLOGY, INC.</u> <u>296 CONCORD ROAD - 3RD FLOOR</u> (Street) <u>BILLERICA MA 01821</u> (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol <u>VIISAGE TECHNOLOGY INC</u> <u>[VISG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
3. Date of Earliest Transaction (Month/Day/Year) 01/18/2005		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
4. If Amendment, Date of Original Filed (Month/Day/Year)			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			6. Amount of Securities Beneficially Owned Following Reported Transaction (e) (Instr. 3 and 4)	8. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	01/18/2005		S		1,500	D	\$7.82	50,045	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 6)	9. N of deri Sec Ber Own Foll Rep Tra (s)
				Code	V		Date Exercisable	Expiration Date			
Stock Option (Right to Buy)	\$5.45	02/23/2004		A		0	02/23/2004	02/23/2014	Common Stock 10,000	\$0	1
Stock Option	\$3.81	02/25/2003		A		0	02/25/2003	02/25/2013	Common Stock 10,000	\$0	1
Stock Option	\$6.16	02/20/2002		A		0	02/20/2002	02/20/2012	Common Stock 10,000	\$0	1
Stock Option	\$2.34	08/01/2001		A		0	08/01/2001	08/01/2011	Common Stock 4,167	\$0	.
Stock Option	\$0.844	01/02/2001		A		0	01/02/2001	01/01/2011	Common Stock 5,833	\$0	.
Stock									Common		

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Option	\$5	04/25/2000	A	0	05/12/2003	04/25/2010	Stock	15,000	\$0	1
Stock Option	\$1.1875	05/28/1999	A	0	05/08/2000	05/28/2009	Common Stock	4,166	\$0	1
Stock Option	\$4.4375	05/12/1998	A	0	05/13/2002	05/12/2008	Common Stock	19,970	\$0	1

Explanation of Responses:

1. The transactions reported on this Form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 8, 2002.

Charles J. Johnson,

Attorney-In-Fact

01/20/2005

** Signature of Reporting
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Exhibit B

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SEC Form 4

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1 (b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person* <u>BECK BUDDY G</u> (Last) (First) (Middle) C/O TRANS DIGITAL TECHNOLOGIES CORP. 1215 JEFFERSON DAVIS HIGHWAY, SUITE 1105 (Street) ARLINGTON VA 22202 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VISAGE TECHNOLOGY INC</u> [VISG] 3. Date of Earliest Transaction (Month/Day/Year) 12/29/2004 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	12/29/2004		J		500,000	D	\$0	5,217,873	D	
Common Stock								500,000	I	Trustee of Buddy and Charlotte Beck Trust

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. N of derl Sec Ber Own Fol Rep Tra (s) (1)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option (Right to Buy)	\$5.45						02/23/2004	02/23/2014	Common Stock	10,000		1

Explanation of Responses:

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1. Shares deposited into charitable trust of which Mr. Beck and his wife are the trustees.

Charles J. Johnson

Attorney-in-Fact

12/30/2004

** Signature of Reporting
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 16 U.S.C. 78ff(a).

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Exhibit C

SEC FORM 4

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1 (b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person* <u>REILLY THOMAS J</u> (Last) (First) (Middle) C/O VIISAGE TECHNOLOGY, INC. 296 CONCORD ROAD - 3RD FLOOR (Street) BILLERICA MA 01821 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VIISAGE TECHNOLOGY INC</u> [VISG] 3. Date of Earliest Transaction (Month/Day/Year) 12/13/2004 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, If any (Month/Day/Year)	3. Transaction Code (Instr. 6)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/13/2004		S		10,000	D	\$8.7	17,577	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, If any (Month/Day/Year)	4. Transaction Code (Instr. 6)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Other Information
				Code	V		Date Exercisable	Expiration Date			
Stock Option (Right to Buy)	\$5.45	02/23/2004		A		10,000	02/23/2004	02/23/2014	Common Stock	10,000	\$0
Stock Option (Right to Buy)	\$3.81	02/25/2003		A		0	02/25/2003	02/25/2013	Common Stock	10,000	\$0
Stock Option (Right to Buy)	\$5.16	02/20/2002		A		0	02/20/2002	02/20/2012	Common Stock	10,000	\$0
Stock Option (Right to Buy)	\$2.34	08/01/2001		A		0	08/01/2001	08/01/2011	Common Stock	4,167	\$0

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Page 2 of 2

Stock Option (Right to Buy)	\$0.844	01/02/2001	A	0	01/02/2001	01/02/2011	Common Stock	5,833	\$0
Stock Option (Right to Buy)	\$5	04/25/2000	A	0	04/25/2000	04/25/2010	Common Stock	15,000	\$0
Stock Option (Right to Buy)	\$1.19	05/08/2000	A	0	05/08/2000	05/28/2009	Common Stock	4,166	\$0
Stock Option (Right to Buy)	\$12.5	05/15/2002	A	0	05/15/2002	05/21/2007	Common Stock	15,000	\$0
Stock Option (Right to Buy)	\$2.96	05/27/1999	A	0	05/27/1999	06/17/2006	Common Stock	16,330	\$0

Explanation of Responses:

Charles J. Johnson,Attorney-in-fact12/15/2004** Signature of Reporting
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Exhibit D

SEC FORM 4

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SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1 (b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3236-0287
Expires:	January 31, 2008
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person* LAU ACQUISITION CORP (Last) (First) (Middle) 30 MONUMENT SQUARE, SUITE 220 (Street) CONCORD MA 01742 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol VIISAGE TECHNOLOGY INC [VISG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/13/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/13/2004		S		70,000	D	\$8.67	5,565,592	D	
Common Stock ⁽¹⁾	12/13/2004		J		3,000	D	\$6	5,562,592	D	
Common Stock ⁽¹⁾	12/13/2004		J		3,000	D	\$6.15	5,559,592	D	
Common Stock ⁽¹⁾	12/13/2004		J		1,000	D	\$2.13	5,558,592	D	
Common Stock	12/15/2004		S		25,000	D	\$8.25	5,533,592	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3)
				Code	V			Title	Amount or Number of Shares		

Explanation of Responses:

1. Sale pursuant to option exercise under Lau Technologies Incentive Compensation Plan

Charles J. Johnson 12/15/2004

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Page 2 of 2

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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